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Licensed to Practice in Tennessee

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July 12, 2001

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Statement of Change of Registered Office or Registered Agent

Dear Sir/Madam:

Enclosed please find an original and a copy of a Statement of Change of Registered Office or Registered Agent for Corporations with regard to the following named corporations:

1. CLEMATIS STREET CAFÉ, INC.
2. HISTORIC WEST PALM BEACH, INC.

I have included separate checks in the applicable filing fees for each corporation. Thank you for your assistance. If you have any questions regarding the above, please do not hesitate to contact this office.

Sincerely yours,

STAMBAUGH & TARONE, P.A.

By:  
Reginald G. Stambaugh, Esq.

RGS:trc
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS

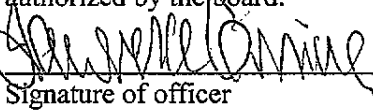
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. The name of the corporation: **CLEMATIS STREET CAFÉ, INC.**
2. The mailing address of the corporation: **528A CLEMATIS ST
WEST PALM BEACH, FL 33401**
3. Date of incorporation: **11/28/2000** Document Number: **P00000110731**
4. The name and address of the current registered agent and office:
**STAMBAUGH, REGINALD G.
1400 CENTREPARK BLVD., SUITE 860
WEST PALM BEACH, FL 33401**
5. The name and address of the new registered agent (if changed) and/or office (if changed):

**STAMBAUGH, REGINALD G.
180 ROYAL PALM WAY, SUITE 201
PALM BEACH, FL 33480**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

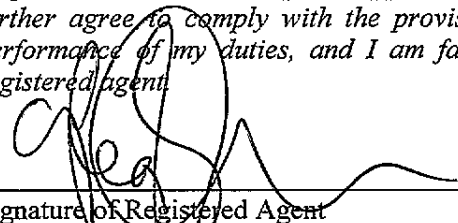
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Signature of officer

6/22/01
Date

Printed Name: **LAWRENCE CORNING**

Having been named as registered agent and to accept service of process of the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Signature of Registered Agent

6/25/01
Date

If signing on behalf of an entity:

Printed Name: _____

Capacity _____

Filing Fee \$35.00

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TALLAHASSEE, FLORIDA